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12897 Colonial Dr. • Mt. Airy, Md. 21771
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RECORDATION NO. 18735-B
FILED 1425
OCT 11 1996 9:42 AM

October 11, 1996

Mr. Vernon Williams
Secretary
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is an Amendment No. 2 dated 9/16/96 to Schedule No. 1 dated 1/17/94 to the Lease of Railroad Equipment dated 1/17/94 filed under STB Recordation #18735.

Please record this agreement as a secondary document to STB Recordation #18735. The filing fee of \$22 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

RECEIVED
SURFACE TRANSPORTATION
BOARD

OCT 11 9 38 AM '96

Counterpart - Mary Ann Oster

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

10/11/96

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Dr.
Mt. Airy, MD., 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/11/96 at 9:40AM , and assigned recordation number(s). 18735-B.

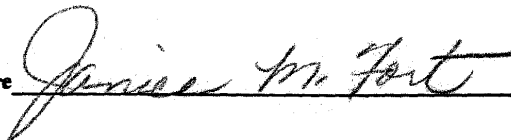
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 22.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO.

18735-B
FILED 1475

OCT 11 1996 9:42 AM

AMENDMENT NO. 2

THIS AMENDMENT NO. 2 (the "Amendment") to Schedule No. 1 dated as of January 17, 1994 (the "Schedule") to the Lease of Railroad Equipment dated as of January 17, 1994 (the "Lease") between HELM FINANCIAL CORPORATION ("Lessor") and SOUTHERN PACIFIC TRANSPORTATION COMPANY ("Lessee") is made as of September 16, 1996 between Lessor and Lessee.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Schedule and the Lease pursuant to which the twenty-eight (28) GP38 locomotives described in Exhibit A to the Schedule (the "Unit(s)") were leased by Lessor to Lessee.
- B. Lessor and Lessee desire to terminate the Lease early for the Unit bearing the reporting mark and number HLLX 2608 ("Terminated Unit").
- C. Lessor and Lessee desire to add to the Lease the GP38-3 locomotive bearing the reporting mark and number SP 4873, which was delivered to and accepted by Lessee on July 29, 1996 ("Replacement Unit").
- D. The parties desire to amend the Schedule and the Lease as provided herein.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Schedule and the Lease as follows:

- 1. All terms defined in the Schedule and the Lease shall have the meanings defined therein when used in this Amendment.
- 2. On the date of its full execution by both parties, this Amendment shall become effective retroactive to July 29, 1996.
- 3. The Term of the Lease commenced on July 29, 1996 for the Replacement Unit.
- 4. Lessee hereby accepts the Replacement Unit under the Lease and Schedule, which Lessee acknowledges is in good order, condition and repair and Lessee confirms that the Replacement Unit is subject in all respects to the terms, provisions, requirements and standards of the Lease and Schedule.
- 5. The Term of the Lease for the Terminated Unit was terminated as of August 4, 1996.
- 6. Exhibit A.1. to the Schedule shall be replaced by Exhibit A.2. and all references to Exhibit A or Exhibit A.1. in the Schedule shall be deemed to refer to Exhibit A.2.
- 7. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.

dy

8. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

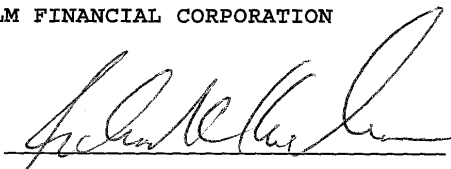
IN WITNESS WHEREOF, Lessor and Lessee each pursuant to due authority have caused this Amendment to be signed in their respective corporate names on the dates indicated below their signatures.

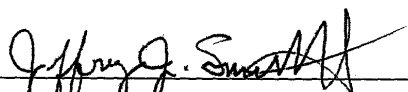
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By: 
Title: President
Date: October 9, 1996

By: 
Title: Director Supply Management
Date: 4 October 1996

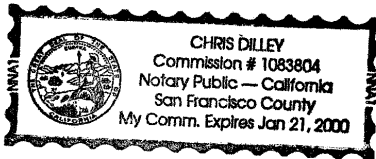


STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On October 9, 1996, before me, Chris Dilley, personally
appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity (ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.



[Notarial Seal]

Witness my hand and official seal.

Chris Dilley
SIGNATURE OF THE NOTARY

STATE OF Colorado)
) S.S.
COUNTY OF Denver)

On October 4, 1996, before me, Sandra L. Neely,
personally appeared Teddy J. Smith, Dir. Supply Mgmt of SOUTHERN
PACIFIC TRANSPORTATION COMPANY,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity (ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.



Witness my hand and official seal.

Sandra L. Neely
SIGNATURE OF THE NOTARY

My Commission Expires Feb. 22, 1999

[Handwritten mark]

EXHIBIT A.2.

To Schedule No. 1 dated as of January 17, 1994, as amended, to that certain Lease of Railroad Equipment dated as of January 17, 1994 between Helm Financial Corporation and Southern Pacific Transportation Company

Equipment Description

Twenty-eight (27) General Motors (Electro-Motive Division) GP38-2 diesel electric locomotives equipped with extended range dynamic brakes.

Reporting Mark and Numbers

SP 4845-4871

Equipment Description

One (1) General Motors (Electro-Motive Division) GP38-3 locomotive.

Reporting Mark and Number

SP 4873

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